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March 13, 2000

RECORDATION NO. 18817-D FILED

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

MAR 13 '00 3-20 PM

TS  
SURFACE TRANSPORTATION BOARD

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are three (3) copies of an Amended and Restated Memorandum of Lease Agreement, dated as of September 24, 1999, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the documents previously filed with the Board under Recordation Number 18817.

The names and addresses of the parties to the enclosed document are:

Assignor: General Electric Business Asset Funding Corporation  
Four North Park Drive, Suite 500  
Hunts Valley, Maryland 21030

Assignee: The Fifth Third Leasing Company  
Fifth Third Center  
Cincinnati, OH 45263

A description of the railroad equipment covered by the enclosed document is:

seventy-four (74) railcars within the series AEX 112200 - AEX 112320  
attached hereto.

Mr. Vernon A. Williams  
March 13, 2000  
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Also enclosed is a check in the amount of \$26.00 payable to the order of the  
Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/bg  
Enclosures

## EXHIBIT A

Seventy-four (74) Pullman Standard 4750 Railcars, including repairs and reconfiguration, identified as follows:

CAR NUMBER		CAR NUMBER	
1	AEX 112200	38	AEX 112284
2	AEX 112201	39	AEX 112285
3	AEX 112202	40	AEX 112286
4	AEX 112203	41	AEX 112287
5	AEX 112204	42	AEX 112288
6	AEX 112205	43	AEX 112289
7	AEX 112206	44	AEX 112290
8	AEX 112207	45	AEX 112291
9	AEX 112208	46	AEX 112292
10	AEX 112209	47	AEX 112293
11	AEX 112210	48	AEX 112294
12	AEX 112211	49	AEX 112295
13	AEX 112212	50	AEX 112296
14	AEX 112213	51	AEX 112297
15	AEX 112214	52	AEX 112298
16	AEX 112215	53	AEX 112299
17	AEX 112216	54	AEX 112300
18	AEX 112217	55	AEX 112301
19	AEX 112218	56	AEX 112302
20	AEX 112219	57	AEX 112303
21	AEX 112220	58	AEX 112304
22	AEX 112221	59	AEX 112305
23	AEX 112222	60	AEX 112306
24	AEX 112223	61	AEX 112307
25	AEX 112224	62	AEX 112308
26	AEX 112272	63	AEX 112309
27	AEX 112273	64	AEX 112310
28	AEX 112274	65	AEX 112311
29	AEX 112275	66	AEX 112312
30	AEX 112276	67	AEX 112313
31	AEX 112277	68	AEX 112314
32	AEX 112278	69	AEX 112315
33	AEX 112279	70	AEX 112316
34	AEX 112280	71	AEX 112317
35	AEX 112281	72	AEX 112318
36	AEX 112282	73	AEX 112319
37	AEX 112283	74	AEX 112320

RECORDATION NO. 18817-D FILED

AMENDED AND RESTATED MEMORANDUM OF  
ASSIGNMENT OF LEASE AGREEMENT

MAR 13 '00

3-20 PM

**SURFACE TRANSPORTATION BOARD**

THIS AMENDED AND RESTATED MEMORANDUM OF ASSIGNMENT OF LEASE AGREEMENT (this "Amended and Restated Memorandum"), effective as of September 24, 1999 (the "Effective Date"), is made by and between GENERAL ELECTRIC BUSINESS ASSET FUNDING CORPORATION ("Assignor") and THE FIFTH THIRD LEASING COMPANY ("Assignee").

Assignor, successor to MetLife Capital, Limited Partnership, as Lessor, and The Andersons, Inc., successor by merger to The Andersons, an Ohio limited partnership, as Lessee, have heretofore entered into that certain Master Equipment Lease Agreement dated May 19, 1994 (the "Lease") pertaining to the railcars described therein and more particularly described in Exhibit A attached hereto and made a part hereof (the "Railcars"). The Lease was filed on May 24, 1994 under Recordation Number 18817 with the Surface Transportation Board ("STB") (formerly known as the Interstate Commerce Commission) pursuant to 49 U.S.C. § 11301.

That certain Memorandum of Assignment of Lease Agreement dated as of September 24, 1999 (the "Memorandum"), by and between the Assignor and the Assignee was filed on September 24, 1999 under Recordation Number 18817-C with the STB. The Memorandum is hereby amended and restated in its entirety as set forth in this Amended and Restated Memorandum.

As of the Effective Date, Assignor assigned to Assignee all of the right, title and interest of Assignor in and to the Railcars and the Lease; and the parties desire to effect the assignment of the rights of Assignor under the Lease.

NOW, THEREFORE, in consideration of the sum of Ten Dollars (\$10.00) in hand paid, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, effective as of the Effective Date, Assignor assigns to Assignee all of the right, title and interest of Assignor in, to and under the Lease, and Assignee accepts such assignment.

This Amended and Restated Memorandum may be executed in any number of counterparts, each executed counterpart constituting an original but altogether only one and the same instrument.

IN WITNESS WHEREOF, the parties hereto have executed or caused to be executed, effective as of the Effective Date, this Amended and Restated Memorandum of Assignment of Lease Agreement.

ASSIGNOR:

GENERAL ELECTRIC BUSINESS ASSET  
FUNDING CORPORATION

By: \_\_\_\_\_  
Name: Steven J. Williams  
Title: Transaction and Syndication  
Manager

ASSIGNEE:

THE FIFTH THIRD LEASING COMPANY

By:  \_\_\_\_\_  
Name: **DAVID A. MERRILL**  
Title: **VICE PRESIDENT**

IN WITNESS WHEREOF, the parties hereto have executed or caused to be executed, effective as of the Effective Date, this Amended and Restated Memorandum of Assignment of Lease Agreement.

ASSIGNOR:

GENERAL ELECTRIC BUSINESS ASSET  
FUNDING CORPORATION

By: 

Name: Steven J. Williams

Title: Transaction and Syndication  
Manager

ASSIGNEE:

THE FIFTH THIRD LEASING COMPANY

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

STATE OF OHIO

)

)

SS.

)

On this, 9, day of March, 2000, before me appeared

David Merrill

David Merrill, the person who signed the foregoing instrument, who acknowledged that he is the Vice President of The Fifth Third Leasing Company and that, being duly authorized, he signed such instrument as a free act on behalf of said company.

~~Notary~~ Public

THOMAS, J. MERKLE

Notary Public, State of Ohio

My Commission Expires Dec. 16, 2001

STATE OF MARYLAND                    )  
  ) ss.  
COUNTY OF BALTIMORE                )

On this 9<sup>th</sup> day of March, 2000, before me appeared Steven J. Williams, the person who signed the foregoing instrument, who acknowledged that he is the Transaction and Syndication Manager of General Electric Business Asset Funding Corporation and that, being duly authorized, he signed such instrument as a free act on behalf of said corporation.

[Seal]

Tracy E. Houck  
Notary Public

My commission expires: 8-1-02, \_\_\_\_\_



# EXHIBIT A

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